UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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Filing Under (Check box(es apply):) that [] <u>Rule 504</u> []	Rule 505 [X] <u>Rule 506</u>	[] Section 4(6)	[X]ULOE
Type of Filing: [X] New Fi	ling [] Amendment				
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Address of Executive Office BRANCH PARKWAY BLDG Telephone Number (Includ	G ONE, Suite 4000, AUS	TIN TX 78728) 2113 WELLS	THOMSON FINANCIAL
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Actual or Estimated Date o	f Incorporation or	[0]4]	[0]4	[x] Actual	



Organization:] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D][E]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that [] Promoter [] Beneficial Owner Officer (X] Director [] General and Apply: Officer Officer (X] Director [] General and Apply: Owner Officer (X] Director [] General and Managing Partner Full Name (Last name first, if individual) FRYE, BRANDON Business or Residence Address (Number and Street, City, State, Zip Code) 2:13 WELLS BRANCH PARKWAY BLDG ONE, Suite 4000, AUSTIN TX 78728 Check Box(es) that [] Promoter [X] Beneficial Owner Officer [] General and Apply: Owner Officer (X] Director [] General and Ananaging Partner Full Name (Last name first, if individual) MCDONALD, JOHN T. Business or Residence Address (Number and Street, City, State, Zip Code) 1120 S. CAPITAL OF TX HIGHWAY, BLDG THREE, SUITE 220, AUSTIN, TX 78746 Check Box(es) that [] Promoter [x] Beneficial Owner Officer (X] Director [] General and Managing Partner Full Name (Last name first, if individual) HINNERS, JOHN A. Business or Residence Address (Number and Street, City, State, Zip Code) 2113 WELLS BRANCH PARKWAY BLDG ONE, Suite 4000, AUSTIN TX 78728 Check Box(es) that [] Promoter [] Beneficial Owner Officer (X] Director [] General and Managing Partner Full Name (Last name first, if individual) LUNDEEN, DAVID S. Business or Residence Address (Number and Street, City, State, Zip Code) 1120 S. CAPITAL OF TX HIGHWAY, BLDG THREE, SUITE 220, AUSTIN, TX 78746 Check Box(es) that [] Promoter [] Beneficial Owner Officer (X] Director [] General and Managing Partner Full Name (Last name first, if individual) BRINDLEY, ROBERT P. Business or Residence Address (Number and Street, City, State, Zip Code) 34 S. WYNDEN SUITE 220, HOUSTON, TEXAS 77066 Check Box(es) that [] Promoter [X] Beneficial Owner Officer (X] Director [] General and Managing Partner Full Name (Last name first, if individual) BEEKMAN INTERSTATE INVESTMENTS, LP Business or Residence Address (Number and Street, City, State, Zip Code) 1120 S. CAPITAL OF TX HIGHWAY, BLDG THREE, SUITE 220, AUSTIN, TX 78746					
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2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number Investors of Purchases Accredited Investors 12 \$__1,750,000 Non-accredited Investors \$ Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Dollar Amount Type of Security Type of offering Sold Rule 505 Régulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees [*]\$ Printing and Engraving Costs [*]\$ Legal Fees 80,000 Accounting Fees 20,000 Engineering Fees 0 Sales Commissions (specify finders' fees separately) [*] \$___35,000__ Other Expenses (identify) _____

b. Enter the difference between the aggregate offering price given in response to Part

Total

[*] \$___135,000____

\$1,715,000

*Estimates

C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross

proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Office Direct Affilia	tors, &	Payments Others	То
Salaries and fees		[*] \$	_0	[*] _\$0	
Purchase of real estate		[*] \$	0	[*] \$ 0	
Purchase, rental or leasing and installation of machinery and equipment		[*] \$	0	[*] \$0_	
Construction or leasing of plant buildings and facilities		[*] \$	0_	[*] \$0	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		[*] \$	0	[*] \$0_	
Repayment of indebtedness		[*]\$	0	[*] \$_350,000)
 Working capitaland general corporate purposes		[*] \$	0	[*] \$_1,400,0	
Other (specify):	_	[*] \$	_0	[*] \$0_	
	- -	[*] \$	0	[*] \$0	
Column Totals		[*] \$	0	[*]\$ 1,750,000	
Total Payments Listed (column totals added)		Ψ		_ 1,730,000 ,750,000	
	*Estimates				

Payments to

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The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature
INTERSTATE CONNECTIONS, INC.	May 4, 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)
Brandon Frye	Chief Executive Officer

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date ·
INTERSTATE CONNECTIONS, INC.		May 4, 2004
Name of Signer (Print or Type)	Title (Print or Type)	
Brandon Frye	Chief Executive Officer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 3 5 1 2 Disqualification Type of security under State ULOE and aggregate (if yes, attach Intend to sell to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) Number of Number of Non-Accredited Accredited State Yes No Investors Amount Investors Amount Yes No ΑL X X ΑK ΑZ AR CA CO CT DE 50,000 DC FL GΑ HI ID IL IN IA KS KY LA ΜE MD MA 25,000

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